

## FIRST UNION RAIL

One O'Hare Centre  
6250 River Road, Suite 5000  
Rosemont, IL 60018

Tel 847.318.7575  
Fax 847.318.7588

Mr. Vernon E. Williams  
Surface Transportation Board  
1925 K Street, N.W., Room 704  
Washington, DC 20423-0001  
Attn: Recordation of Railroad Equipment

**Re: Memorandum of Lease Agreement**

Dear Mr. Williams:

Enclosed for recordation pursuant to the provisions of 49 U.S.C. Section 11301(a) are two (2) originals and two (2) copies of a Memorandum of Lease Agreement, dated May 27, 2003, a primary document as defined in the Board's Rules for the Recordation of Documents. Please file this Memorandum of Lease as a primary document since a Master Lease has not been filed with the Surface Transportation Board. The names and addresses of the parties to the enclosed document are:

Lessor: First Union Rail Corporation  
One O'Hare Center  
6250 River Road, Suite 5000  
Rosemont, IL 60018

Lessee: Georgia Power Company  
600 N. 18<sup>th</sup> Street  
14N8160  
Birmingham, AL 35202

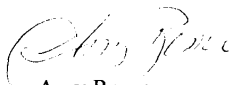
A description of the railroad equipment covered by the enclosed document is ninety-six (96) Rapid Discharge II open top hopper cars, with FURX marks (See Exhibit A for numbers).

A short summary of the document to appear in the index follows: Memorandum of Lease

Also enclosed is a check in the amount of \$30.00 payable to the order of the Surface Transportation Board covering the required recordation fee. Kindly return one (1) stamped original of the enclosed document to the undersigned along with the additional copies.

If you have any questions or concerns regarding the above-referenced matter, please feel free to contact me at (847) 384-5342. Thank you for your cooperation in this matter.

Very truly yours,



Amy Romo  
Manager of Documentation

Enclosures

(GEPO003)

RECORDATION NO. 24505 FILED

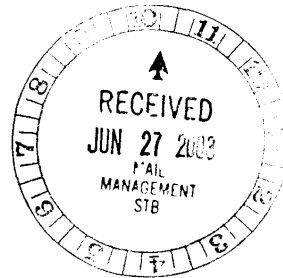
JUN 27 '03

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SURFACE TRANSPORTATION BOARD

VIA UPS 2<sup>nd</sup> DAY AIR

June 25, 2003



ASSGN. NO.: GEP0003

**MEMORANDUM OF LEASE**

THIS MEMORANDUM OF LEASE (the "Memorandum") is made and entered into as of this 27<sup>th</sup> day of May, 2003, by and between First Union Rail Corporation ("Lessor"), a North Carolina corporation, and Georgia Power Company ("Lessee"), a Georgia corporation.

**WITNESSETH:**

The undersigned Lessor and Lessee have entered into that certain Lease Agreement (the "Lease"), dated as of May 27, 2003, whereby Lessor has agreed to lease to Lessee certain railcars pursuant to Rider No. 1 to the Lease (the "Rider"), as described in more particular on Exhibit A attached hereto, effective as of May 23, 2003, and subject to the terms, conditions and provisions of the above-mentioned Lease and Rider.

IN WITNESS WHEREOF, the parties hereto have each caused this Memorandum to be duly executed under seal by their respective officers duly authorized as of the date and year first above written.

LESSOR:

FIRST UNION RAIL CORPORATION

ATTEST:

By: Richard F. Seymour

Name: RICHARD F. SEYMOUR

Vice President Sales & Marketing

Title: \_\_\_\_\_

By: K.A. Jombrowski

Name: K.A. JOMBROWSKI

Title: DIRECTOR OF DOCUMENTATION

Executed on this 27<sup>th</sup> day of May, 2003.

[CORPORATE SEAL]

RECORDATION NO. 24505 FILED

JUN 27 '03

1-21 PM

STATE OF ILLINOIS

COUNTY OF COOK

SURFACE TRANSPORTATION BOARD

I, SUSAN GROKULSKY, a Notary Public of the County and State aforesaid, certify that RICHARD F. SEYMOUR personally appeared before me this day and acknowledged his/her due execution of the foregoing Memorandum of Lease.

WITNESS my hand and official stamp or seal, this 27<sup>th</sup> day of May, 2003.

Susan Grokulska  
Notary Public

Commission Expires:

8-14-2004

(Notary Public)



LESSEE:

GEORGIA POWER COMPANY

ATTEST:

By: Janice G. Wolfe

Name: Janice G. Wolfe  
Corporate Secretary

Title: \_\_\_\_\_

By: Christopher C. Womack

Name: Christopher C. Womack

Title: Senior Vice President

Executed on this 8<sup>th</sup> day of May, 2003.

[CORPORATE SEAL]

STATE OF Georgia

COUNTY OF Fayette

I, Theda E. Gardner, a Notary Public of the County and State aforesaid, certify that Christopher C. Womack personally appeared before me this day and acknowledged his/her due execution of the foregoing Memorandum of Lease.

WITNESS my hand and official stamp or seal, this 8 day of May, 2003.

Theda E. Gardner  
Notary Public

Commission Expires:

Notary Public, Fayette County, Georgia  
My Commission Expires June 28, 2005  
(Notary Public)

**EXHIBIT A**  
**to**  
**MEMORANDUM OF LEASE**

NUMBER OF CARS:           Ninety-six (96)

DESCRIPTION OF CARS:   All steel, 5 pocket, 100-ton, mechanized, Rapid Discharge II open top hopper cars 4,080 cubic foot capacity, designed for a gross rail load of 270,000 lbs.

CAR NUMBERS:

FURX 925000	FURX 925041	FURX 925084
FURX 925002	FURX 925042	FURX 925085
FURX 925003	FURX 925043	FURX 925086
FURX 925004	FURX 925045	FURX 925088
FURX 925006	FURX 925046	FURX 925089
FURX 925007	FURX 925047	FURX 925090
FURX 925008	FURX 925048	FURX 925091
FURX 925009	FURX 925049	FURX 925092
FURX 925010	FURX 925052	FURX 925093
FURX 925011	FURX 925055	FURX 925094
FURX 925012	FURX 925056	FURX 925095
FURX 925013	FURX 925058	FURX 925096
FURX 925014	FURX 925061	FURX 925097
FURX 925015	FURX 925062	FURX 925099
FURX 925016	FURX 925063	FURX 925100
FURX 925017	FURX 925064	FURX 925101
FURX 925018	FURX 925066	FURX 925103
FURX 925019	FURX 925067	FURX 925104
FURX 925020	FURX 925068	FURX 925105
FURX 925022	FURX 925069	FURX 925108
FURX 925023	FURX 925070	FURX 925109
FURX 925024	FURX 925071	FURX 925110
FURX 925026	FURX 925072	FURX 925111
FURX 925027	FURX 925073	FURX 925112
FURX 925029	FURX 925074	FURX 925113
FURX 925030	FURX 925075	FURX 925114
FURX 925031	FURX 925077	FURX 925116
FURX 925032	FURX 925078	FURX 925117
FURX 925033	FURX 925079	FURX 925118
FURX 925034	FURX 925080	FURX 925119
FURX 925035	FURX 925081	Count:     96
FURX 925038	FURX 925082	
FURX 925040	FURX 925083	